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December 28, 2009

RECORDATION NO. 28175 FILED

DEC 28 '09 -9 00 AM

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Contract C-1906

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor. American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Thiele Kaolin Company
P.O. Box 1056
520 Kaolin Road
Sandersville, GA 31082]

A description of the railroad equipment covered by the enclosed document
is:

48 railcars within the series ACFX 075148 - ACFX 079217 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is.

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Thiele Kaolin Company, a Georgia Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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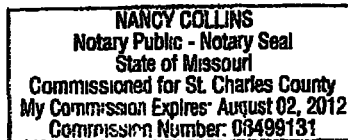
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Thiele Kaolin Company

Contract C-1906 dated 4/30/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	075148
	Tank	ACFX	075150
	Tank	ACFX	075151
	Tank	ACFX	075152
	Tank	ACFX	075154
	Tank	ACFX	075157
	Tank	ACFX	075158
	Tank	ACFX	075159
	Tank	ACFX	075163
	Tank	ACFX	075164
	Tank	ACFX	075167
	Tank	ACFX	075169
	Tank	ACFX	075170
	Tank	ACFX	078331
	Tank	ACFX	079115
	Tank	ACFX	079116
	Tank	ACFX	079117
	Tank	ACFX	079118
	Tank	ACFX	079120
	Tank	ACFX	079121
	Tank	ACFX	079122
	Tank	ACFX	079123
	Tank	ACFX	079125
	Tank	ACFX	079126
	Tank	ACFX	079127
	Tank	ACFX	079135
	Tank	ACFX	079136
	Tank	ACFX	079137
	Tank	ACFX	079138
	Tank	ACFX	079139
	Tank	ACFX	079141
	Tank	ACFX	079142
	Tank	ACFX	079143
	Tank	ACFX	079198

Schedule A

Equipment

Thiele Kaolin Company

Contract C-1906

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	079200
	Tank	ACFX	079203
	Tank	ACFX	079204
	Tank	ACFX	079205
	Tank	ACFX	079206
	Tank	ACFX	079207
	Tank	ACFX	079208
	Tank	ACFX	079209
	Tank	ACFX	079210
	Tank	ACFX	079211
	Tank	ACFX	079213
	Tank	ACFX	079215
	Tank	ACFX	079216
	Tank	ACFX	079217

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 12/28/09



Robert W Alvord